

## EXHIBIT 3

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., et al., <sup>1</sup>	)	Case No. 01-01139 (KJC)
	)	(Jointly Administered)
Reorganized Debtors.	)	
	)	

**SUMMARY APPLICATION OF VENABLE LLP FOR COMPENSATION FOR  
SERVICES AND REIMBURSEMENT OF EXPENSES AS BANKRUPTCY  
COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE MONTHLY INTERIM  
PERIOD FROM DECEMBER 1, 2013 THROUGH DECEMBER 31, 2013**

Name of Applicant:	<u>Venable LLP ("Venable")</u>
Authorized to Provide Professional Services to:	<u>W. R. Grace &amp; Co., et al., Debtors and Debtors-in-Possession</u>
Date of Retention:	<u>Retention Order entered June 24, 2009, effective as of May 22, 2009</u>
Period for which compensation and reimbursement is sought:	<u>December 1, 2013 through December 31, 2013</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$19,879.00</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$0.00</u>

This is a x monthly \_\_\_ interim \_\_\_ final application.

This is Venable's monthly application for interim compensation of services for the interim fee period December 1, 2013 through December 31, 2013 (the "Fee Period"). The following applications were filed in the Chapter 11 cases:

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<sup>1</sup> The Reorganized Debtors comprise the following 17 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Com., Darex Puerto Rico, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Gloucester New Communities Company, Inc., Grace Chemical Company of Cuba, Grace Energy Corporation, Grace Europe, Inc., Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace PAR Corporation, W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Guanica Caribe Land Development Corporation, Hanover Square Corporation, Kootenai Development Company, Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), and Water Street Corporation

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
November 5, 2009	11/1/2008-6/30/2009	\$709,294.00	\$6,405.06	\$706,595.00	\$6,405.06
November 5, 2009	7/1/2009-7/31/2009	\$50,849.50	\$75,008.99	Interim approval <sup>2</sup>	Interim approval
November 24, 2009	8/1/2009-8/31/2009	\$134,090.00	\$102,335.48	Interim approval	Interim approval
November 24, 2009	9/1/2009-9/30/2009	\$306,602.00	\$118,095.92	Interim approval	Interim approval
November 24, 2009	July-September 2009	\$491,541.50	\$295,440.39	\$491,292.50	\$295,440.39
February 26, 2010	10/1/2009-10/31/2009	\$479,238.00	\$266,326.39	Interim approval <sup>3</sup>	Interim approval
April 16, 2010	11/1/2009-11/30/2009	\$398,519.00	\$163,488.22	Interim approval	Interim approval
April 30, 2010	12/1/2009-12/31/2009	\$305,242.96	\$108,454.93	Interim approval	Interim approval
May 3, 2010	October-December 2009	\$1,182,999.96	\$538,269.54	\$1,179,018.46	\$538,269.54
May 19, 2010	1/1/2010-1/31/2010	\$271,084.25	\$97,840.12	Interim approval <sup>4</sup>	Interim approval
May 19, 2010	2/1/2010-2/28/2010	\$157,136.50	\$17,784.35	Interim approval	Interim approval
May 19, 2010	3/1/2010-3/31/2010	\$7,968.00	\$640.70	Interim approval	Interim approval
May 19, 2010	January-March 2010	\$436,188.75	\$116,265.17	\$436,188.75	\$116,265.17
August 18, 2011	4/1/2010-4/30/2010	\$2,500.00	\$162.02	Interim approval	Interim approval <sup>5</sup>
August 18, 2011	5/1/2010-5/31/2010	\$9,000.00	\$3.50	Interim approval	Interim approval
August 18, 2011	April-June 2010	\$11,500.00	\$165.52	\$11,500.00	\$165.52
May 2, 2014	July 2010-September 2013	\$209,779.50	\$5,434.06	Application pending	Application pending

<sup>2</sup> The fees and expenses requested in the July through September 2009 interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on March 19, 2010.

<sup>3</sup> The fees and expenses requested in the October through December 2009 interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on June 7, 2010.

<sup>4</sup> The fees and expenses requested in the January through March 2010 interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on September 13, 2010.

<sup>5</sup> The fees and expenses requested in the April and May 2011 interim monthly application were approved on an interim basis pursuant to the order entered by this Court on September 20, 2011.

The Venable attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the Applicant and Year Admitted		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Laura S. Bouyea	Associate	2003	Business	\$495.00	35.2	\$17,424.00
Darek S. Bushnaq	Partner	1997	Business	\$550.00	2.1	\$1,155.00
<b>Total for all attorneys</b>						<b>\$18,579.00</b>

**Grand Total for Fees**      **\$18,579.00**  
**Blended Rate**              **\$498.10**

The Venable paralegal who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the Applicant and Year Admitted		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Dorothy M. Dierdorff	Paralegal	1998	Business	\$250.00	5.2	\$1,300.00
<b>Total for all paralegals</b>						<b>\$1,300.00</b>

**Grand Total for Fees**      **\$1,300.00**  
**Blended Rate**              **\$250.00**

#### Compensation by Matter

Matter Description	Total Billed Hours	Total Fees Requested
Advice Concerning Fee Application Matters	42.5	\$19,879.00
<b>Total</b>		<b>\$19,879.00</b>

**WHEREFORE**, Venable respectfully requests (a) that the fees and expenses herein be authorized and approved as administrative expenses of the Debtors' estates as requested in the Interim and Final Verified Application of Venable LLP for

Compensation for Services and Reimbursement of Expenses as Special Counsel to W. R. Grace & Co., et al., for the Fifty-First through Fifty-Second Quarters from October 1, 2013 through February 3, 2014, and Final Verified Application of Venable LLP for Compensation for Services and Reimbursement of Expenses as Special Counsel to W. R. Grace & Co., et al. for the Period from November 1, 2008 through September 30, 2013, filed simultaneously herewith; and (b) that this Court grant such other relief as is equitable and just.

Wilmington, Delaware  
Dated: May 5, 2014

Respectfully submitted,

VENABLE LLP

/s/ Darek S. Bushnaq  
Darek S. Bushnaq  
750 E. Pratt Street, Suite 900  
Baltimore, Maryland 21202  
(410) 244-7400

Special Counsel for the Debtors and Debtors in Possession

Monthly Statement of Venable LLP Fee  
Detail December 1, 2013 through December 31, 2013

Advice Concerning Fee Application Matters

TKPR	DATE	HRS	RATE	AMT	NARRATIVE
BOUYEA, LAURA S.	12/7/2013	2.1	495.00	1,039.50	REVIEW FEE APPLICATIONS
BOUYEA, LAURA S.	12/8/2013	6.1	495.00	3,019.50	REVIEW AND REVISE FEE APPLICATIONS
BOUYEA, LAURA S.	12/9/2013	0.1	495.00	49.50	ADDRESS FILING OF FEE APPLICATION
DIERDORFF, DOROTHY M.	12/9/2013	0.5	250.00	125.00	WORK ON FEE APPLICATIONS
DIERDORFF, DOROTHY M.	12/11/2013	0.8	250.00	200.00	WORK ON FEE APPLICATIONS
DIERDORFF, DOROTHY M.	12/12/2013	2.4	250.00	600.00	WORK ON FEE APPLICATIONS
DIERDORFF, DOROTHY M.	12/13/2013	1.5	250.00	375.00	WORK ON FEE APPLICATIONS
BOUYEA, LAURA S.	12/13/2013	0.1	495.00	49.50	ADDRESS FILING OF FEE APPLICATIONS
BOUYEA, LAURA S.	12/14/2013	4.1	495.00	2,029.50	REVIEW AND REVISE FEE APPLICATIONS
BUSHNAQ, DAREK S.	12/18/2013	0.7	550.00	385.00	ATTENTION TO FEE APPLICATION PREPARATION
BOUYEA, LAURA S.	12/18/2013	0.2	495.00	99.00	DRAFT FEE APPLICATIONS
BUSHNAQ, DAREK S.	12/27/2013	0.1	550.00	55.00	TELEPHONE CALL WITH L. BOUYEA RE: FEE APPLICATION PREPARATION
BOUYEA, LAURA S.	12/27/2013	0.1	495.00	49.50	CORRESPONDENCE WITH D. BUSHNAQ RE: FEE APPLICATIONS
BOUYEA, LAURA S.	12/28/2013	1.0	495.00	495.00	DRAFT FEE APPLICATIONS
BOUYEA, LAURA S.	12/29/2013	9.0	495.00	4,455.00	REVIEW AND REVISE FEE APPLICATIONS
BUSHNAQ, DAREK S.	12/30/2013	0.9	550.00	495.00	REVIEW DOCUMENTS RE: FEE APPLICATIONS
BOUYEA, LAURA S.	12/30/2013	4.8	495.00	2,376.00	DRAFT FEE APPLICATIONS
BUSHNAQ, DAREK S.	12/31/2013	0.4	550.00	220.00	EMAILS RE: PREPARATION OF FEE APPLICATIONS
BOUYEA, LAURA S.	12/31/2013	7.6	495.00	3,762.00	DRAFT FEE APPLICATIONS
				19,879.00	